



บริษัท โคแมนชี อินเตอร์เนชั่นแนล จำกัด (มหาชน)
เลขที่ 161 ซอยสุขุมวิท 55 (ทองหล่อ) แขวงคลองตันเหนือ
เขตวัฒนา กรุงเทพมหานคร 10110
โทร 02 120 6252
เลขประจำตัวผู้เสียภาษี 0107559000273

COMANCHE INTERNATIONAL PUBLIC COMPANY LIMITED
161 Soi Sukhumvit 55 (Thong Lor), Klongtan-nua,
Wattana, Bangkok 10110
Tel: 02 120 6252
Tax ID 0107559000273

Enclosure 5

(F53-4)

Report Form for Capital Increase
Comanche International Public Company Limited
February 28, 2024

Comanche International Public Company Limited, hereby report the resolution of the Board of Directors' meeting No 1/2024, dated February 28, 2024, relating to the capital increase and allotment of capital increase shares as follows:

1. Capital increase:

The meeting of the Board of Directors passed a resolution that the extension of the period for the allocation of newly issued ordinary shares under the General Mandate, as approved by the 2023 Annual General Meeting of Shareholders held on April 21, 2022 and will be terminated on the date of 2024 Annual General Meeting of Shareholders for another yearly term (the first period of extension) which had approval for the increase in the company's registered capital" from THB 67,000,000 to THB 107,200,000 by issuing 80,400,000 ordinary shares with a par value of THB 0.50 each, totaling THB 40,200,000 Details of capital increase as follows:

Type of capital increase	Type of securities	Number of shares	Par value (THB/share)	Total (THB)
<input type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary shares	-	-	-
	Preferred shares	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary shares	80,400,000	0.50	40,200,000
	Preferred shares	-	-	-

2. Allotment of capital increase shares:

2.1 Specifying the purpose of utilizing the capital

Allotted to	Number of shares	Ratio (old : new)	Selling price (THB/share)	Subscription and payment period	Remark
-	-	-	-	-	-

2.2 General Mandate

Allotted to	Type of securities	Number of shares	Percentage of paid-up capital*	Remark
1. Rights Offering	Ordinary shares	40,200,000	30	-
2. Public Offering	Ordinary shares	26,800,000	20	-
3. Private Placement	Ordinary shares	13,400,000	10	-

*Note : Percentage of paid-up capital on the date that the Board of Directors resolved with the approval to increase capital under General Mandate

By assigning the Board of Directors and / or persons assigned by the Board of Directors has the following powers

1) Consider the offering of newly issued ordinary shares at one time or many times. However, the allocation of newly issued ordinary shares according to **Method 1, 2, 3** above, by one or many methods **combined the additional paid-up capital must not exceed 30 percent of the paid-up capital** on the date the board of directors has resolved to increase the capital or not more than 40,200,000 shares. However, if the allocation under **Method 2 and 3** the increase **must not exceed 20 percent of the paid-up capital** on the date the board of directors has resolved to increase the capital or not more than 26,800,000 shares.

2) Specify objectives, date and time of offering, offering price including details and conditions related to the allocation of ordinary shares. The above allotment of the new ordinary shares (a) must not be allotted to connected persons according to the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551 regarding the rules for connected transactions 2008 and the Stock Exchange of Thailand in the subject of Disclosure of information and the practice of listed companies on connected transactions 2003 regarding the offering of shares to the public or to private placement. In determining the offering price of newly issued shares to the private placement must be the best price according to the market conditions during the offering of shares, which must not be less than 90 percent of the market price, according to the Notification of the Capital Market Supervisory Board No. Tor Chor. 72/2558 regarding the permission for listed companies to offer newly issued shares to private placement. In which the market price is the weighted average trading price of the ordinary shares of the company on the Market for Alternative Investment, not less than seven consecutive business days but not more than fifteen consecutive business days, before the first day of the company offering the newly issued shares to the private placement, and

3) Negotiate, agreed to sign related documents and contracts, and take any other necessary actions appropriately in connection with the issuance and offering of the newly issued ordinary shares, including the registering of additional ordinary shares as listed securities on the Market for Alternative Investment.

In this regard, the aforementioned allocation of newly issued ordinary shares must be completed within the date that the company holds the next annual general meeting of shareholders or within the date specified by law to have a regular shareholders' meeting in the following year, whichever comes first. In this regard, the company shall completely allocation the newly issued shares either by the date of the next Annual General Meeting of Shareholders or by the date required by law to be fixed as the date of the next Annual General Meeting of Shareholders, whichever is the earlier.

3. Schedule for a shareholders' meeting to approve the capital increase and allotment of capital increase shares

The 2024 Annual General Meeting of Shareholders is scheduled to be held on April 22, 2024 at 10.00 a.m., in the form of electronic meeting (E-AGM)

- Specifying the list of shareholders with the rights to attend this meeting (Record date) on March 20, 2024
- Specifying the book-closing date to share transfers in order to determine the rights to attend this meeting from (date) - until the meeting has been duly convened.



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4. Seeking approval of the capital increase and share allotment from related government agency, and approval conditions

- 4.1 The Annual General Meeting of Shareholders approves the extension of the period for the allocation of newly issued ordinary shares also other related matter.
- 4.2 The Company will register the amendment of the paid-up capital with the Department of Business Development, the Ministry of Commerce within 14 days after the date on which the Company receives the entire share payment.
- 4.3 The Company is required to obtain an approval from the Stock Exchange of Thailand for the listing of such newly issued ordinary shares which will be offered by way of a rights offering, a public offering and/or a private placement on the Market for Alternative Investment (mai).

5. Objectives of the capital increase and plans for utilizing the increased capital:

The Company shall issue the capital increases ordinary shares to increase liquidity and working capital to the Company. However, The Company has not set objective for to capital increase.

6. Benefits that the Company will receive from the capital increase and share allotment:

The capital increase will provide the Company with liquidity and working capital increase in order to expand the business potential as well as help the Company financially stronger. This will result in benefit to the Company and its shareholders in the long term.

7. Benefits that the shareholders will receive from the capital increase and share allotment:

7.1 Dividend policy

The capital increase will help reduce the financial costs as well as the financial burden which will result in an increase in the Company's profit. In the case that the warrant holders exercise their rights under such warrants to purchase the ordinary shares in the future, the Company's shareholders will benefit from this as the Company will be able to utilize the funds thereof with its future projects and for the Company's working capital. When the Company generates more profits, the Company will be able to pay dividends to the shareholders in line with the dividend payment policy at the rate of not less than 40 percent of the net profit according to the Company's separate financial statements after deduction of corporate income tax and legal reserve as required by laws, and any obligations under loan agreement (with additional obligations). In this regard, the dividend payment rate can be adjusted depending on the Company's operating result, financial position, liquidity, investment plan, working capital needed for business operation, business expansion and other related factors in relation to the management of the Company as the Board of Directors and/or shareholders of the Company deem appropriate. However, there shall not be any accumulated loss on the equity.

7.2 The subscriber of capital increase shares will be entitled to receive dividends from the company's operations. Starting from the subscriber to receive shares Registered as a shareholder of the company with the name appearing as a shareholder in the company's shareholder register.

7.3 Others

-None-

8. Other details necessary for shareholders' decision making in the approval of the capital increase and share allotment:

The Board of Directors is of the opinion that the increase of the registered capital by the allocation of the newly issued ordinary shares of the Company General Mandate will help support the business and fundraising of the company in the future.

9. Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase or allotment of new shares:

No.	Procedures of the capital increase	Date/Month/Year
1.	Date of the Board of Directors' Meeting no.1/2024	February 28, 2024
2.	The record date for the purpose of determining the eligible shareholders to attend the 2024 Annual General Meeting of Shareholders	March 20, 2024
3.	Date of the 2024 Annual General Meeting of Shareholders	April 22, 2024
4.	Register the increase of the paid-up capital and the amendment of the Company's Memorandum of Association with the Department of Business Development, the Ministry of Commerce	Within 14 days from the date of receiving payment for the newly issued share time to time
5.	Offer for sale of newly issued ordinary shares under the general mandate to Right Offering and/or Public Offering and/or Private Placement	Within 12 months from the date of Shareholders Meeting's resolution

The Company hereby certify that the information contained in this report form is correct and complete in all respects.

Yours sincerely

--Wasawat Prasertsin--

(Mr. Wasawat Prasertsin)
Chief Executive Officer